

Hutchison Colin A  
 Form 4  
 November 19, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Hutchison Colin A

2. Issuer Name and Ticker or Trading Symbol  
 EDGEWELL PERSONAL CARE Co [EPC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/15/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Operating Officer

C/O EDGEWELL PERSONAL CARE, 6 RESEARCH DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SHELTON, CT 06484

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-----|-------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Code                                                                                | V                                                        | Amount                            | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|----------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|----------------------------------|

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| Security (Instr. 3)                 | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                           |                 |              |
|-------------------------------------|------------------------------------------|----------------------|-----------------|-----------------------------------------------------------------|------------------|------------------|---------------------------|-----------------|--------------|
|                                     |                                          |                      | Code            | V                                                               | (A)              | (D)              | Date Exercisable          | Expiration Date | Title        |
| Non-Qualified Stock Options         | \$ 42.71                                 | 11/15/2018           | A               |                                                                 | 15,421           |                  | 11/15/2019 <sup>(1)</sup> | 11/15/2028      | Common Stock |
| Restricted Stock Equivalents (RSE)  | \$ 0                                     | 11/15/2018           | A               |                                                                 | 7,025            |                  | 11/15/2019 <sup>(2)</sup> | <sup>(2)</sup>  | Common Stock |
| Performance Stock Equivalents (PSE) | \$ 0                                     | 11/15/2018           | A               |                                                                 | 79,607           |                  | 11/15/2021 <sup>(3)</sup> | <sup>(3)</sup>  | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                                                           | Relationships |           |                         |       |
|------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                          | Director      | 10% Owner | Officer                 | Other |
| Hutchison Colin A<br>C/O EDGEWELL PERSONAL CARE<br>6 RESEARCH DRIVE<br>SHELTON, CT 06484 |               |           | Chief Operating Officer |       |

## Signatures

Colin A. Hutchison  
 11/19/2018  
 \*Signature of Reporting Person      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) One-third of the Options will become exercisable on each of 11/15/2019, 11/15/2020 and 11/15/2021, as long as the Reporting Person is employed on said dates, or all or a portion may vest upon death, disability, change in control or certain termination events.
- (2) One-third of the RSEs will vest and convert into shares of Edgewell common stock on each of 11/15/2019, 11/15/2020 and 11/15/2021 if the Reporting Person is employed on said dates, or all or a portion may vest upon death, disability, change in control or certain termination events.
- (3)

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The PSEs will vest and convert into shares of Edgewell common stock on the date that Edgewell releases its earnings for the fiscal year ending September 30, 2021 if specified performance criteria are met, subject to the exercise of negative discretion by the Compensation Committee of Edgewell's Board of Directors. The performance goals for the PSEs are the adjusted earnings per share of the Company for its 2021 fiscal year, the adjusted cumulative free cash flow of the Company for its 2021 fiscal year as a percentage of adjusted net sales of the Company for fiscal year 2019 through fiscal year 2021, and the achievement of targeted Project Fuel savings for the period ended September 30, 2021. The percentage of the PSEs vesting will range from 0% to 100% based on performance.

### **Remarks:**

This POA supersedes and replaces all prior POAs. I, Colin A. Hutchison, Chief Operating Officer of Edgewell Personal Care  
Dated: November 14, 2018

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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